

AUG 16 '10 -12 00 PM

SURFACE TRANSPORTATION BOARD

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August 16, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract C-7730 Rider 80

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of May 11, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Rec. No. 28248 and represents a renewal of the lease but with a change in lessee name to BASF Corporation.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: BASF Corporation
25 Middlesex/Essex Turnpike
Iselin, NJ 08830-0770]

A description of the railroad equipment covered by the enclosed document is:

63 railcars: SHPX 454710 - SHPX 454772.

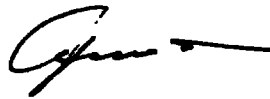
A short summary of the document to appear in the index is:

Memorandum of Lease C-7730 Rider 80.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

AUG 16 '10 -12 00 PM

MEMORANDUM OF LEASE

SOUTHERN TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC, ARL Fifth LLC, and Shippers Third LLC, all with respect to BASF Corporation, a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract, dated 5/12/10, as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

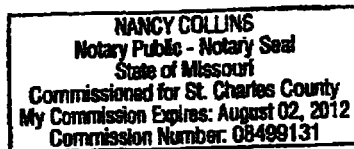
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 11th day of May, 2010, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

BASF Corporation

Contract C-7730 rider 80

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	454710
	Hopper	SHPX	454711
	Hopper	SHPX	454712
	Hopper	SHPX	454713
	Hopper	SHPX	454714
	Hopper	SHPX	454715
	Hopper	SHPX	454716
	Hopper	SHPX	454717
	Hopper	SHPX	454718
	Hopper	SHPX	454719
	Hopper	SHPX	454720
	Hopper	SHPX	454721
	Hopper	SHPX	454722
	Hopper	SHPX	454723
	Hopper	SHPX	454724
	Hopper	SHPX	454725
	Hopper	SHPX	454726
	Hopper	SHPX	454727
	Hopper	SHPX	454728
	Hopper	SHPX	454729
	Hopper	SHPX	454730
	Hopper	SHPX	454731
	Hopper	SHPX	454732
	Hopper	SHPX	454733
	Hopper	SHPX	454734
	Hopper	SHPX	454735
	Hopper	SHPX	454736
	Hopper	SHPX	454737
	Hopper	SHPX	454738
	Hopper	SHPX	454739
	Hopper	SHPX	454740
	Hopper	SHPX	454741
	Hopper	SHPX	454742
	Hopper	SHPX	454743

Schedule A

Equipment

BASF Corporation

Contract C-7730 rider 80

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	454744
	Hopper	SHPX	454745
	Hopper	SHPX	454746
	Hopper	SHPX	454747
	Hopper	SHPX	454748
	Hopper	SHPX	454749
	Hopper	SHPX	454750
	Hopper	SHPX	454751
	Hopper	SHPX	454752
	Hopper	SHPX	454753
	Hopper	SHPX	454754
	Hopper	SHPX	454755
	Hopper	SHPX	454756
	Hopper	SHPX	454757
	Hopper	SHPX	454758
	Hopper	SHPX	454759
	Hopper	SHPX	454760
	Hopper	SHPX	454761
	Hopper	SHPX	454762
	Hopper	SHPX	454763
	Hopper	SHPX	454764
	Hopper	SHPX	454765
	Hopper	SHPX	454766
	Hopper	SHPX	454767
	Hopper	SHPX	454768
	Hopper	SHPX	454769
	Hopper	SHPX	454770
	Hopper	SHPX	454771
	Hopper	SHPX	454772